

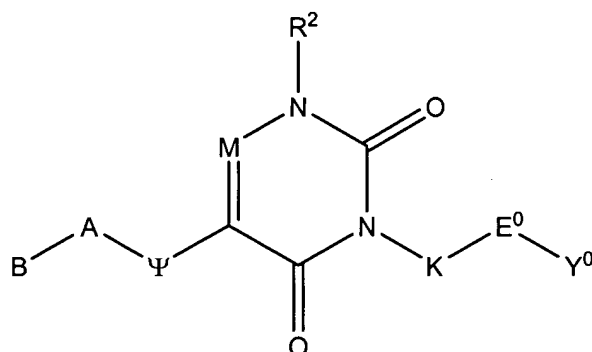
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## AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions and listings of claims in the application.

### Listing of Claims:

Claim1 (currently amended): A compound of the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

~~B is phenyl or a heteroaryl of 5 or 6 ring members, wherein a nitrogen with a removable hydrogen or a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to A is optionally substituted by R<sup>32</sup>, a nitrogen with a removable hydrogen or a carbon at the other position adjacent to the point of attachment is optionally substituted by R<sup>36</sup>, a nitrogen with a removable hydrogen or a carbon adjacent to R<sup>32</sup> and two atoms from the point of attachment is optionally substituted by R<sup>33</sup>, a nitrogen with a removable hydrogen or a carbon adjacent to R<sup>36</sup> and two atoms from the point of attachment is optionally substituted by R<sup>35</sup>, and a nitrogen with a removable hydrogen or a carbon adjacent to both R<sup>33</sup> and R<sup>35</sup> is optionally substituted by R<sup>34</sup>;~~

R<sup>9</sup>, R<sup>10</sup>, R<sup>11</sup>, R<sup>12</sup>, R<sup>13</sup>, R<sup>32</sup>, R<sup>33</sup>, R<sup>34</sup>, R<sup>35</sup>, and R<sup>36</sup> are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkylenedioxy, haloalkylthio, alkanoyloxy, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocycloxy, heterocyclalkoxy, alkoxyalkyl, haloalkoxylalkyl, hydroxy, amino, alkoxyamino, nitro, alkylamino, N-alkyl-N-aryl amino, aryl amino, aralkyl amino, heteroaryl amino, heteroaralkyl amino, heterocycl amino, heterocyclalkyl amino, alkylthio, alkylthioalkyl, alkylsulfinyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl,

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heteroarylsulfinyl, alkylsulfonyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, alkylsulfonylalkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, alkylsulfonamido, amidosulfonyl, alkanoyl, haloalkanoyl, alkyl, alkenyl, halo, haloalkyl, haloalkenyl, haloalkoxy, hydroxyhaloalkyl, hydroxyalkyl, aminoalkyl, haloalkoxyalkyl, carboxyalkyl, carboalkoxy, carboxy, carboxamido, carboxamidoalkyl, and cyano;

$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently optionally  $Q^b$ ;

B is optionally selected from the group consisting of hydrido, trialkylsilyl, C2-C8 alkyl, C3-C8 alkylenyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;

~~B is optionally a C3-C12 cycloalkyl or C4-C9 saturated heterocyclyl, wherein each ring carbon is optionally substituted with  $R^{33}$ , a ring carbon other than the ring carbon at the point of attachment of B to A is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, ring carbons and a nitrogen adjacent to the carbon atom at the point of attachment are optionally substituted with  $R^9$  or  $R^{13}$ , a ring carbon or nitrogen atom adjacent to the  $R^9$  position and two atoms from the point of attachment is optionally substituted with  $R^{10}$ , a ring carbon or nitrogen adjacent to the  $R^{13}$  position and two atoms from the point of attachment is optionally substituted with  $R^{12}$ , a ring carbon or nitrogen three atoms from the point of attachment and adjacent to the  $R^{10}$  position is optionally substituted with  $R^{11}$ , a ring carbon or nitrogen three atoms from the point of attachment and adjacent to the  $R^{12}$  position is optionally substituted with  $R^{33}$ , and a ring carbon or nitrogen four atoms from the point of attachment and adjacent to the  $R^{11}$  and  $R^{33}$  positions is optionally substituted with  $R^{34}$ ;~~

~~A is selected from the group consisting of a bond,  $(W^7)_{rr}-(CH(R^{15}))_{pa}$ , and  $(CH(R^{15}))_{pa}-(W^7)_{rr}$  wherein rr is 0 or 1, pa is an integer selected from 0 through 6, and  $W^7$  is selected from the group consisting of O, S, C(O),  $(R^7)NC(O)$ ,  $(R^7)NC(S)$ , and  $N(R^7)$  with the proviso that no more than one of the group consisting of rr and pa is 0 at the same time;~~

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$R^7$  is selected from the group consisting of hydrido, hydroxy, and alkyl;

~~$R^{15}$  is selected from the group consisting of hydrido, hydroxy, halo, alkyl, and haloalkyl;~~

$\Psi$  is NH or NOH;

M is ~~[[N or]]~~  $R^1$ -C;

$R^1$  is selected from the group consisting of hydrido, alkyl, alkenyl, cyano, halo, haloalkyl, haloalkoxy, haloalkylthio, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

$R^2$  is  $Z^0$ -Q;

~~$Z^0$  is selected from the group consisting of a bond,~~

~~$(CR^{41}R^{42})_q$  wherein q is an integer selected from 1 through 3, and  $(CH(R^{41}))_g-W^0-(CH(R^{42}))_p$  wherein g and p are integers independently selected from 0 through 3 and  $W^0$  is selected from the group consisting of O, S, C(O), S(O),  $N(R^{41})$ , and  $ON(R^{41})$ ;~~

~~$Z^0$  is optionally  $(CH(R^{41}))_e-W^{22}-(CH(R^{42}))_h$  wherein e and h are independently 0 or 1 and  $W^{22}$  is selected from the group consisting of  $CR^{41}=CR^{42}$ , 1,2-cyclopropyl, 1,2-cyclobutyl, 1,2-cyclohexyl, 1,3-cyclohexyl, 1,2-cyclopentyl, 1,3-cyclopentyl, 2,3-morpholinyl, 2,4-morpholinyl, 2,6-morpholinyl, 3,4-morpholinyl, 3,5-morpholinyl, 1,2-piperazinyl, 1,3-piperazinyl, 2,3-piperazinyl, 2,6-piperazinyl, 1,2-piperidinyl, 1,3-piperidinyl, 2,3-piperidinyl, 2,4-piperidinyl, 2,6-piperidinyl, 3,4-piperidinyl, 1,2-pyrrolidinyl, 1,3-pyrrolidinyl, 2,3-pyrrolidinyl, 2,4-pyrrolidinyl, 2,5-pyrrolidinyl, 3,4-pyrrolidinyl, 2,3-tetrahydrofuranyl, 2,4-tetrahydrofuranyl, 2,5-tetrahydrofuranyl, and 3,4-tetrahydrofuranyl, wherein  $Z^0$  is directly bonded to the uracil ring and  $W^{22}$  is optionally substituted with one or more substituents selected from the group consisting of  $R^9$ ,  $R^{10}$ ,  $R^{11}$ ,  $R^{12}$ , and  $R^{13}$ ;~~

~~$R^{41}$  and  $R^{42}$  are independently selected from the group consisting of amidino, hydroxyamino, hydrido, hydroxy, amino, and alkyl;~~

~~Q is phenyl or a heteroaryl of 5 or 6 ring members, wherein a nitrogen with a removable hydrogen or a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to  $Z^0$  is optionally substituted by  $R^9$ , a nitrogen with a removable hydrogen or a carbon at the other position adjacent to the point of~~

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~~attachment is optionally substituted by R<sup>13</sup>, a nitrogen with a removable hydrogen or a carbon adjacent to R<sup>9</sup> and two atoms from the point of attachment is optionally substituted by R<sup>10</sup>, a nitrogen with a removable hydrogen or a carbon adjacent to R<sup>13</sup> and two atoms from the point of attachment is optionally substituted by R<sup>12</sup>, and a nitrogen with a removable hydrogen or a carbon adjacent to both R<sup>10</sup> and R<sup>12</sup> is optionally substituted by R<sup>14</sup>; wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R<sup>9</sup>, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R<sup>13</sup>, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R<sup>9</sup>, is optionally substituted by R<sup>10</sup>, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R<sup>13</sup>, is optionally substituted by R<sup>12</sup>, and (e) a ring carbon, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R<sup>10</sup> and R<sup>12</sup>, respectively, is optionally substituted by R<sup>11</sup>;~~

~~Q is optionally hydrido with the proviso that Z<sup>0</sup> is selected from other than a bond;~~

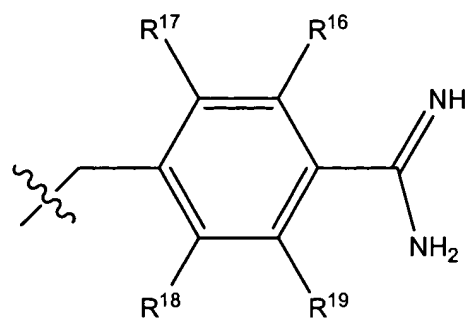
K is (CR<sup>4a</sup>R<sup>4b</sup>)<sub>n</sub> wherein n is 1 or 2;

R<sup>4a</sup> and R<sup>4b</sup> are independently selected from the group consisting of halo, hydrido, hydroxyalkyl, alkyl, alkoxyalkyl, alkylthioalkyl, and haloalkyl;

E<sup>0</sup> is E<sup>1</sup>, when K is (CR<sup>4a</sup>R<sup>4b</sup>)<sub>n</sub>, wherein E<sup>1</sup> is selected from the group consisting of a bond, C(O), C(S), C(O)N(R<sup>7</sup>), (R<sup>7</sup>)NC(O), S(O)<sub>2</sub>, (R<sup>7</sup>)NS(O)<sub>2</sub>, and S(O)<sub>2</sub>N(R<sup>7</sup>);

Y<sup>0</sup> is

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phenyl or a heteroaryl of 5 or 6 ring members, wherein one carbon of said phenyl or said heteroaryl is substituted by  $Q^a$ , a carbon two or three atoms from the point of attachment of  $Q^a$  to said phenyl or said heteroaryl to said phenyl or said heteroaryl is substituted by  $Q^b$ , a carbon adjacent to the point of attachment of  $Q^a$  is optionally substituted by  $R^{17}$ , another carbon adjacent to the point of attachment of  $Q^a$  is optionally substituted by  $R^{18}$ , a carbon adjacent to  $Q^b$  is optionally substituted by  $R^{16}$ , and another carbon adjacent to  $Q^b$  is optionally substituted by  $R^{19}$ ;

$R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, nitro, alkoxyamino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, alkenyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, haloalkoxyalkyl, carboalkoxy, and cyano[;];

$R^{16}$  or  $R^{19}$  is optionally selected from the group consisting of  $NR^{20}R^{21}$ ,  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , and  $C(NR^{25})NR^{23}R^{24}$ , with the proviso that  $R^{16}$ ,  $R^{19}$ , and  $Q^b$  are not simultaneously hydrido;

$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ , aminoalkyl, hydrido,  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , and  $C(NR^{25})NR^{23}R^{24}$ , with the proviso that no more than one of  $R^{20}$  and  $R^{21}$  is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino at the same time, with the further proviso that no more than one of  $R^{23}$  and  $R^{24}$  is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino at the same time;

$R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido, alkyl, hydroxy, aminoalkyl, amino, dialkylamino, alkylamino, and hydroxyalkyl;

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$Q^6$  is selected from the group consisting of bond,  $(CR^{37}R^{38})_b$  wherein  $b$  is an integer selected from 1 through 4, and  $(CH(R^{14}))_e-W^1-(CH(R^{15}))_d$  wherein  $e$  and  $d$  are integers independently selected from 1 through 3 and  $W^1$  is selected from the group consisting of  $C(O)N(R^{14})$ ,  $(R^{14})NC(O)$ ,  $S(O)$ ,  $S(O)_2$ ,  $S(O)_2N(R^{14})$ ,  $N(R^{14})S(O)_2$ , and  $N(R^{14})$ , with the proviso that  $R^{14}$  is selected from other than halo when directly bonded to  $N$ , with the further provision that  $Q^6$  is selected from other than a bond when  $Y^0$  is 2- $Q^b$ -5- $Q^6$ -6- $R^{17}$ -4- $R^{18}$ -3- $R^{19}$ pyridine or 2- $Q^b$ -4- $Q^6$ -3- $R^{16}$ -5- $R^{18}$ -6- $R^{19}$ pyridine, and with the additional proviso that  $(CR^{37}R^{38})_b$  and  $(CH(R^{14}))_e$  are bonded to  $E^0$ ;

$R^{14}$  is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;  
 $R^{37}$  and  $R^{38}$  are independently selected from the group consisting of hydrido, alkyl, and haloalkyl;

$R^{38}$  is optionally areoyl or heteroareoyl, wherein  $R^{38}$  is optionally substituted with one or more substituents selected from the group consisting of  $R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$ ;

$Y^0$  is optionally  $Y^{AT}$  wherein  $Y^{AT}$  is  $Q^b-Q^6$ ;

$Y^0$  is optionally  $Q^b-Q^{66}$  wherein  $Q^{66}$  is  $(CH(R^{14}))_e-W^2-(CH(R^{15}))_h$  wherein  $e$  and  $h$  are independently 1 or 2 and  $W^2$  is  $CR^{4a}=CR^{4b}$ , with the proviso that  $(CH(R^{14}))_e$  is bonded to  $E^0$ ;

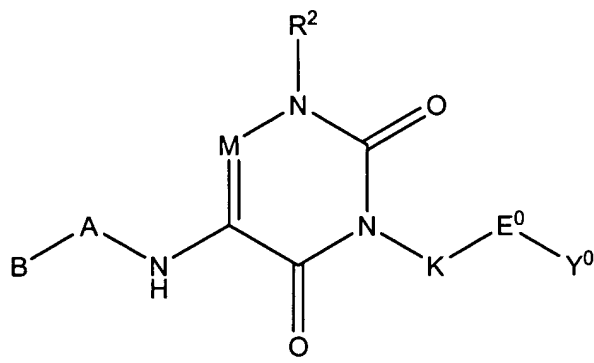
$Y^0$  is optionally  $Q^b-Q^{6666}$  or  $Q^b-Q^{6666f}$  wherein  $Q^{6666}$  is  $(CH(R^{38}))_r-W^5$ ,  $Q^{6666f}$  is  $(CH(R^{38}))_r-W^6$ ,  $r$  is 1 or 2,  $W^5$  and  $W^6$  are independently selected from the group consisting of 1,4-indenyl, 1,5-indenyl, 1,6-indenyl, 1,7-indenyl, 2,7-indenyl, 2,6-indenyl, 2,5-indenyl, 2,4-indenyl, 3,4-indenyl, 3,5-indenyl, 3,6-indenyl, 3,7-indenyl, 2,4-benzofuranyl, 2,5-benzofuranyl, 2,6-benzofuranyl, 2,7-benzofuranyl, 3,4-benzofuranyl, 3,5-benzofuranyl, 3,6-benzofuranyl, 3,7-benzofuranyl, 2,4-benzothiophenyl, 2,5-benzothiophenyl, 2,6-benzothiophenyl, 2,7-benzothiophenyl, 3,4-benzothiophenyl, 3,5-benzothiophenyl, 3,6-benzothiophenyl, 3,7-benzothiophenyl, 2,7-imidazo(1,2-a)pyridinyl, 3,4-imidazo(1,2-a)pyridinyl, 3,5-imidazo(1,2-a)pyridinyl, 3,6-imidazo(1,2-a)pyridinyl,

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~~3,7-imidazo(1,2-a)pyridinyl, 2,4-indolyl, 2,5-indolyl, 2,6-indolyl, 2,7-indolyl, 3,4-indolyl, 3,5-indolyl, 3,6-indolyl, 3,7-indolyl, 1,4-isoindolyl, 1,5-isoindolyl, 1,6-isoindolyl, 2,4-isoindolyl, 2,5-isoindolyl, 2,6-isoindolyl, 2,7-isoindolyl, 1,3-isoindolyl, 3,4-indazolyl, 3,5-indazolyl, 3,6-indazolyl, 3,7-indazolyl, 2,4-benzoxazolyl, 2,5-benzoxazolyl, 2,6-benzoxazolyl, 2,7-benzoxazolyl, 3,4-benzisoxazolyl, 3,5-benzisoxazolyl, 3,6-benzisoxazolyl, 3,7-benzisoxazolyl, 1,4-naphthyl, 1,5-naphthyl, 1,6-naphthyl, 1,7-naphthyl, 1,8-naphthyl, 2,4-naphthyl, 2,5-naphthyl, 2,6-naphthyl, 2,7-naphthyl, 2,8-naphthyl, 2,4-quinolinyl, 2,5-quinolinyl, 2,6-quinolinyl, 2,7-quinolinyl, 2,8-quinolinyl, 3,4-quinolinyl, 3,5-quinolinyl, 3,6-quinolinyl, 3,7-quinolinyl, 3,8-quinolinyl, 4,5-quinolinyl, 4,6-quinolinyl, 4,7-quinolinyl, 4,8-quinolinyl, 1,4-isoquinolinyl, 1,5-isoquinolinyl, 1,6-isoquinolinyl, 1,7-isoquinolinyl, 1,8-isoquinolinyl, 3,4-isoquinolinyl, 3,5-isoquinolinyl, 3,6-isoquinolinyl, 3,7-isoquinolinyl, 3,8-isoquinolinyl, 4,5-isoquinolinyl, 4,6-isoquinolinyl, 4,7-isoquinolinyl, 4,8-isoquinolinyl, 3,4-cinnolinyl, 3,5-cinnolinyl, 3,6-cinnolinyl, 3,7-cinnolinyl, 3,8-cinnolinyl, 4,5-cinnolinyl, 4,6-cinnolinyl, 4,7-cinnolinyl, and 4,8-cinnolinyl, and each carbon and hyride-containing nitrogen member of the ring of the  $W^5$  and of the ring of the  $W^6$ , other than the points of attachment of  $W^5$  and  $W^6$ , is optionally substituted with one or more of the group consisting of  $R^9$ ,  $R^{10}$ ,  $R^{11}$ , and  $R^{12}$ , with the proviso that  $Q^b$  is bonded to lowest number substituent position of each  $W^5$ , with the further proviso that  $Q^b$  is bonded to highest number substituent position of each  $W^6$ , and with the additional proviso that  $(CH(R^{38}))_r$  is bonded to  $E^0$ .~~

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Claim 2 (currently amended): Compound of **[[Claim]] claim 1** of the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

~~B is phenyl or a heteroaryl of 5 or 6 ring members, wherein a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to A is optionally substituted by R<sup>32</sup>, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R<sup>36</sup>, a carbon adjacent to R<sup>32</sup> and two atoms from the carbon at the point of attachment is optionally substituted by R<sup>33</sup>, a carbon adjacent to R<sup>36</sup> and two atoms from the carbon at the point of attachment is optionally substituted by R<sup>35</sup>, and any carbon adjacent to both R<sup>33</sup> and R<sup>35</sup> is optionally substituted by R<sup>34</sup>;~~

R<sup>32</sup>, R<sup>33</sup>, R<sup>34</sup>, R<sup>35</sup>, and R<sup>36</sup> are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkylenedioxy, haloalkylthio, alkanoyloxy, alkoxy, hydroxy, amino, alkoxyamino, haloalkanoyl, nitro, alkylamino, alkylthio, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, alkylsulfonamido, amidosulfonyl, alkyl, alkenyl, halo, haloalkyl, haloalkenyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxamido, cyano, and Q<sup>b</sup>;

B is optionally selected from the group consisting of hydrido, trialkylsilyl, C2-C8 alkyl, C3-C8 alkylenyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of R<sup>32</sup>, R<sup>33</sup>, R<sup>34</sup>, R<sup>35</sup>, and R<sup>36</sup>;

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~~B is optionally a C3-C12 cycloalkyl or a C4-C9 saturated heterocyclyl, wherein each ring carbon is optionally substituted with  $R^{33}$ , a ring carbon other than the ring carbon at the point of attachment of B to A is optionally substituted with oxo provided that no more than one ring carbon is substituted by oxo at the same time, ring carbons and a nitrogen adjacent to the carbon atom at the point of attachment are optionally substituted with  $R^9$  or  $R^{13}$ , a ring carbon or nitrogen atom adjacent to the  $R^9$  position and two atoms from the point of attachment is optionally substituted with  $R^{10}$ , a ring carbon or nitrogen atom adjacent to the  $R^{13}$  position and two atoms from the point of attachment is optionally substituted with  $R^{12}$ , a ring carbon or nitrogen atom three atoms from the point of attachment and adjacent to the  $R^{10}$  position is optionally substituted with  $R^{14}$ , a ring carbon or nitrogen atom three atoms from the point of attachment and adjacent to the  $R^{12}$  position is optionally substituted with  $R^{33}$ , and a ring carbon or nitrogen atom four atoms from the point of attachment and adjacent to the  $R^{14}$  and  $R^{33}$  positions is optionally substituted with  $R^{34}$ ;~~

$R^9$ ,  $R^{10}$ ,  $R^{11}$ ,  $R^{12}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, alkoxyamino, alkanoyl, haloalkanoyl, amidino, guanidino, alkylenedioxy, haloalkylthio, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, heterocyclylalkoxy, hydroxy, amino, alkylamino, N-alkyl-N-aryl amino, arylamino, aralkylamino, heteroaryl amino, heteroaralkyl amino, heterocyclyl amino, heterocyclylalkyl amino, alkylthio, alkylsulfinyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, alkylsulfamido, alkylsulfonyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, amidosulfonyl, alkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, and cyano;

~~A is a bond or  $(CH(R^{15}))_{pa}(W^7)_r$  wherein  $rr$  is 0 or 1,  $pa$  is an integer selected from 0 through 3, and  $W^7$  is selected from the group consisting of O, S, C(O),  $(R^7)NC(O)$ ,  $(R^7)NC(S)$ , and  $N(R^7)$ ;~~

$R^7$  is selected from the group consisting of hydrido, hydroxy and alkyl;

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~~—R<sup>15</sup> is selected from the group consisting of hydrido, hydroxy, halo, alkyl, and haloalkyl;~~

~~M is R<sup>1</sup>-C;~~

R<sup>1</sup> is selected from the group consisting of hydrido, alkyl, cyano, halo, haloalkyl, haloalkoxy, amino, aminoalkyl, alkylamino, amidino, hydroxy, hydroxyamino, alkoxy, hydroxyalkyl, alkoxyamino, thiol, and alkylthio;

~~R<sup>2</sup> is Z<sup>0</sup>-Q;~~

~~Z<sup>0</sup> is selected from the group consisting of a bond, (CR<sup>41</sup>R<sup>42</sup>)<sub>q</sub> wherein q is 1 or 2, and (CH(R<sup>41</sup>))<sub>g</sub>-W<sup>0</sup>-(CH(R<sup>42</sup>))<sub>p</sub> wherein g and p are integers independently selected from 0 through 3 and W<sup>0</sup> is selected from the group consisting of O, S, C(O), S(O), N(R<sup>41</sup>), and ON(R<sup>41</sup>);~~

~~Z<sup>0</sup> is optionally (CH(R<sup>41</sup>))<sub>e</sub>-W<sup>22</sup>-(CH(R<sup>42</sup>))<sub>h</sub> wherein e and h are independently 0 or 1 and W<sup>22</sup> is selected from the group consisting of CR<sup>41</sup>=CR<sup>42</sup>, 1,2-cyclopropyl, 1,2-cyclobutyl, 1,2-cyclohexyl, 1,3-cyclohexyl, 1,2-cyclopentyl, 1,3-cyclopentyl, 2,3-morpholinyl, 2,4-morpholinyl, 2,6-morpholinyl, 3,4-morpholinyl, 3,5-morpholinyl, 1,2-piperazinyl, 1,3-piperazinyl, 2,3-piperazinyl, 2,6-piperazinyl, 1,2-piperidinyl, 1,3-piperidinyl, 2,3-piperidinyl, 2,4-piperidinyl, 2,6-piperidinyl, 3,4-piperidinyl, 1,2-pyrrolidinyl, 1,3-pyrrolidinyl, 2,3-pyrrolidinyl, 2,4-pyrrolidinyl, 2,5-pyrrolidinyl, 3,4-pyrrolidinyl, 2,3-tetrahydrofuranyl, 2,4-tetrahydrofuranyl, 2,5-tetrahydrofuranyl, and 3,4-tetrahydrofuranyl, wherein Z<sup>0</sup> is directly bonded to the uracil ring and W<sup>22</sup> is optionally substituted with one or more substituents selected from the group consisting of R<sup>9</sup>, R<sup>10</sup>, R<sup>11</sup>, R<sup>12</sup>, and R<sup>13</sup>;~~

~~R<sup>41</sup> and R<sup>42</sup> are independently selected from the group consisting of hydrido, hydroxy, alkyl, and amino;~~

~~Q is phenyl or a heteroaryl of 5 or 6 ring members, wherein a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to Z<sup>0</sup> is optionally substituted by R<sup>9</sup>, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R<sup>13</sup>, a carbon adjacent to R<sup>9</sup> and two atoms from the carbon at the point of attachment is optionally substituted by R<sup>10</sup>, a carbon adjacent to R<sup>13</sup> and two atoms from the carbon at the point of attachment is optionally substituted by R<sup>12</sup>, and any carbon adjacent to both R<sup>10</sup> and R<sup>12</sup> is optionally substituted by R<sup>14</sup>;~~

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~~Q is optionally hydride with the proviso that  $Z^0$  is other than a bond;~~

~~K is  $CHR^{4a}$  wherein  $R^{4a}$  is selected from the group consisting of hydrido, hydroxyalkyl, alkyl, alkoxyalkyl, alkylthioalkyl, and haloalkyl;~~

~~$E^0$  is selected from the group consisting of a covalent single bond,  $C(O)N(H)$ ,  $(H)NC(O)$ ,  $(R^7)NS(O)_2$ , and  $S(O)_2N(R^7)$ ;~~

~~$Y^0$  is phenyl or a heteroaryl of 5 or 6 ring members, wherein one carbon of said phenyl or said heteroaryl is substituted by  $Q^6$ , a carbon two or three atoms from the point of attachment of  $Q^6$  to said phenyl or said heteroaryl is substituted by  $Q^b$ , a carbon adjacent to the point of attachment of  $Q^6$  is optionally substituted by  $R^{17}$ , another carbon adjacent to the point of attachment of  $Q^6$  is optionally substituted by  $R^{18}$ , a carbon adjacent to  $Q^b$  is optionally substituted by  $R^{16}$ , and another carbon adjacent to  $Q^b$  is optionally substituted by  $R^{19}$ ;~~

~~$R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano[[:]].~~

~~$R^{16}$  or  $R^{19}$  is optionally selected from the group consisting of  $NR^{20}R^{21}$ ,  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , and  $C(NR^{25})NR^{23}R^{24}$ , with the proviso that  $R^{16}$ ,  $R^{19}$ , and  $Q^b$  are not simultaneously hydride;~~

~~$Q^b$  is selected from the group consisting of  $NR^{20}R^{21}$ , hydrido,  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , and  $C(NR^{25})NR^{23}R^{24}$ , with the proviso that no more than one of  $R^{20}$  and  $R^{21}$  is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino at the same time, with the further proviso that no more than one of  $R^{23}$  and  $R^{24}$  is selected from the group consisting of hydroxy, amino, alkylamino, and dialkylamino at the same time;~~

~~—  $R^{20}$ ,  $R^{21}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido, alkyl, hydroxy, amino, alkylamino and dialkylamino;~~

~~$Q^6$  is selected from the group consisting of a bond,  $(CR^{37}R^{38})_b$  wherein  $b$  is an integer selected from 1 through 4, and~~

~~$(CH(R^{14}))_c-W^1-(CH(R^{15}))_d$  wherein  $c$  and  $d$  are integers independently selected from 1 through 3 and  $W^1$  is selected from the group consisting of  $C(O)N(R^{14})$ ,  $(R^{14})NC(O)$ ,~~

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~~S(O), S(O)<sub>2</sub>, S(O)<sub>2</sub>N(R<sup>14</sup>), N(R<sup>14</sup>)S(O)<sub>2</sub>, and N(R<sup>14</sup>), with the proviso that R<sup>14</sup> is selected from other than halo when directly bonded to N and with the further proviso that (CR<sup>37</sup>R<sup>38</sup>)<sub>b</sub>, and (CH(R<sup>14</sup>))<sub>e</sub> are bonded to E<sup>0</sup>;~~

~~R<sup>14</sup> is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;~~

~~R<sup>37</sup> and R<sup>38</sup> are independently selected from the group consisting of hydrido, alkyl, and haloalkyl;~~

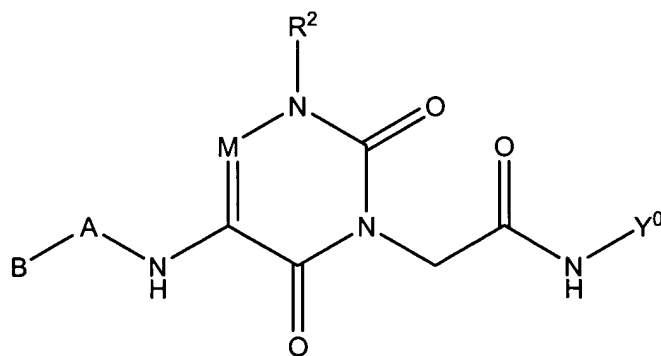
~~R<sup>38</sup> is optionally aryl or heteroaryl, wherein R<sup>38</sup> is optionally substituted with one or more substituents selected from the group consisting of R<sup>16</sup>, R<sup>17</sup>, R<sup>18</sup>, and R<sup>19</sup>;~~

~~Y<sup>0</sup> is optionally Y<sup>AT</sup> wherein Y<sup>AT</sup> is Q<sup>b</sup>-Q<sup>6</sup>;~~

~~Y<sup>0</sup> is optionally Q<sup>b</sup>-Q<sup>66</sup> wherein Q<sup>66</sup> is (CH(R<sup>14</sup>))<sub>e</sub>-W<sup>2</sup>-(CH(R<sup>15</sup>))<sub>h</sub>, wherein e and h are integers independently selected from 1 through 2 and W<sup>2</sup> is CR<sup>4a</sup>=CH with the proviso that (CH(R<sup>14</sup>))<sub>e</sub> is bonded to E<sup>0</sup>;~~

Claims 3-16 (cancelled)

Claim 17(currently amended): Compound of **[[Claim]] claim 2** of the Formula:



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, C2-C8 alkyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of R<sup>32</sup>, R<sup>33</sup>, R<sup>34</sup>, R<sup>35</sup>, and R<sup>36</sup>;

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$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboalkoxy, carboxy, carboxamido, cyano, and  $Q^b$ ;

A is a bond or  $(CH(R^{15}))_{pa}(W^7)_{rr}$  wherein  $rr$  is 0 or 1,  $pa$  is an integer selected from 0 through 3, and  $W^7$  is  $(R^7)NC(O)$  or  $N(R^7)$ ;

~~$R^7$  is selected from the group consisting of hydrido, hydroxy and alkyl;~~

~~$R^{15}$  is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;~~

M is ~~[[N or]]~~  $R^1-C$ ;

$R^1$  is selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

$R^2$  is  $Z^0-Q$ ;

$Z^0$  is selected from the group consisting of a bond,  $CH_2$ ,  $CH_2CH_2$ ,  $W^0$ ,  $(CH(R^{42}))_p$  wherein  $p$  is 0 or 1 and  $W^0$  is selected from the group consisting of O, S, and  $N(R^{44})$ ;

$R^{44}$  and  $R^{42}$  are independently hydrido or alkyl;

~~Q is phenyl or a heteroaryl of 5 or 6 ring members, wherein a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to  $Z^0$  is optionally substituted by  $R^9$ , the other carbon adjacent to the carbon at the point of attachment is optionally substituted by  $R^{13}$ , a carbon adjacent to  $R^9$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{10}$ , a carbon adjacent to  $R^{13}$  and two atoms from the carbon at the point of attachment is optionally substituted by  $R^{12}$ , and any carbon adjacent to both  $R^{10}$  and  $R^{12}$  is optionally substituted by  $R^{11}$ ;~~ **wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by  $R^9$ , (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by  $R^{13}$ , (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by  $R^9$ , is optionally substituted by  $R^{10}$ , (d) a ring**

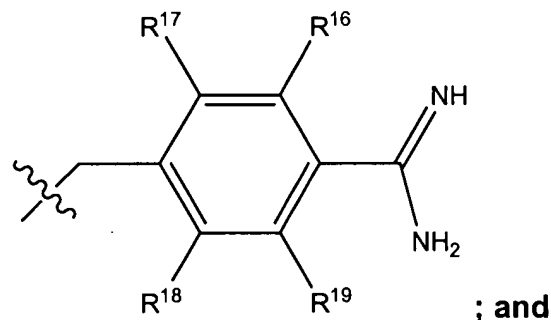
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carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R<sup>13</sup>, is optionally substituted by R<sup>12</sup>, and (e) a ring carbon, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R<sup>10</sup> and R<sup>12</sup>, respectively, is optionally substituted by R<sup>11</sup>;

R<sup>9</sup>, R<sup>11</sup>, and R<sup>13</sup> are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, alkylamino, alkylthio, alkylsulfonamido, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, alkyl, alkoxy, halo, haloalkyl, haloalkoxy, hydroxyalkyl, hydroxyhaloalkyl, carboxy, carboxamido, and cyano;

R<sup>10</sup> and R<sup>12</sup> are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heterocyclyl, alkoxy, cycloalkoxy, cycloalkylalkoxy, aralkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, heterocyclylalkoxy, hydroxy, amino, alkoxyamino, alkylamino, arylamino, aralkylamino, heteroarylamino, heteroaralkylamino, heterocyclylamino, heterocyclylalkylamino, alkylsulfonamido, amidosulfonyl, arylsulfinyl, aralkylsulfinyl, cycloalkylsulfinyl, heteroarylsulfinyl, arylsulfonyl, aralkylsulfonyl, cycloalkylsulfonyl, heteroarylsulfonyl, hydroxyalkyl, hydroxyhaloalkyl, aminoalkyl, carboalkoxy, carboxy, carboxyalkyl, carboxamido, halo, haloalkyl, and cyano;

Y<sup>0</sup> is



~~phenyl or a heteroaryl of 5 or 6 ring members, wherein one carbon of said phenyl or said heteroaryl is substituted by Q<sup>6</sup>, a carbon two or three atoms from the point of attachment of Q<sup>6</sup> to said phenyl or said heteroaryl is substituted by Q<sup>b</sup>, a carbon adjacent to the point of attachment of Q<sup>6</sup> is optionally substituted by R<sup>17</sup>, another carbon~~

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~~adjacent to the point of attachment of  $Q^6$  is optionally substituted by  $R^{18}$ , a carbon adjacent to  $Q^b$  is optionally substituted by  $R^{16}$ , and another carbon adjacent to  $Q^b$  is optionally substituted by  $R^{19}$ ;~~

$R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano[[:]].

~~$R^{16}$  or  $R^{19}$  is optionally selected from the group consisting of  $NR^{20}R^{24}$ ,  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , and  $C(NR^{25})NR^{23}R^{24}$ , with the proviso that  $R^{16}$ ,  $R^{19}$ , and  $Q^b$  are not simultaneously hydrido;~~

~~$Q^b$  is selected from the group consisting of  $NR^{20}R^{24}$ , hydrido,  $C(NR^{25})NR^{23}R^{24}$ , and  $N(R^{26})C(NR^{25})N(R^{23})(R^{24})$ , with the proviso that no more than one of  $R^{20}$  and  $R^{24}$  is hydroxy at the same time and with the further proviso that no more than one of  $R^{23}$  and  $R^{24}$  is hydroxy at the same time;~~

~~$R^{20}$ ,  $R^{24}$ ,  $R^{23}$ ,  $R^{24}$ ,  $R^{25}$ , and  $R^{26}$  are independently selected from the group consisting of hydrido, alkyl, and hydroxy;~~

~~$Q^6$  is selected from the group consisting of a bond,  $CH_2$ , and  $CH_2CH_2$ .~~

Claim 18 (currently amended): Compound of **[Claim]** claim 17 or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propynyl, 2-propenyl, propyl, isopropyl, butyl, 2-butenyl, 3-butenyl, 2-butylnyl, sec-butyl, *tert*-butyl, isobutyl, 2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 4-pentenyl, 2-pentynyl, 3-pentynyl, 2-pentyl, 1-methyl-2-butenyl, 1-methyl-3-butenyl, 1-methyl-2-butylnyl, 3-pentyl, 1-ethyl-2-propenyl, 2-methylbutyl, 2-methyl-2-butenyl, 2-methyl-3-butenyl, 2-methyl-3-butylnyl, 3-methylbutyl, 3-methyl-2-butenyl, 3-methyl-3-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 5-hexenyl, 2-hexynyl, 3-hexynyl, 4-hexynyl, 2-hexyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-4-pentenyl, 1-methyl-2-pentynyl, 1-methyl-3-pentynyl, 3-hexyl, 1-ethyl-2-butenyl,

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1-ethyl-3-butenyl, 1-propyl-2-propenyl, 1-ethyl-2-butyryl, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 6-heptenyl, 2-heptynyl, 3-heptynyl, 4-heptynyl, 5-heptynyl, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl, 1-methyl-4-hexenyl, 1-methyl-5-hexenyl, 1-methyl-2-hexynyl, 1-methyl-3-hexynyl, 1-methyl-4-hexynyl, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-pentenyl, 1-ethyl-4-pentenyl, 1-butyl-2-propenyl, 1-ethyl-2-pentyryl, 1-ethyl-3-pentyryl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl, wherein each member of group B is optionally substituted at any carbon up to and including 5 atoms from the point of attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;

$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, amidosulfonyl, N-methylamid sulfonyl, N,N-dimethylamid sulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, cyano, and  $Q^b$ ;

~~A is selected from the group consisting of bond, NH, N(CH<sub>3</sub>), N(OH), CH<sub>2</sub>, CH<sub>3</sub>CH, CF<sub>3</sub>CH, NHC(O), N(CH<sub>3</sub>)C(O), C(O)NH, C(O)N(CH<sub>3</sub>), CH<sub>2</sub>CH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>, CH<sub>3</sub>CHCH<sub>2</sub>, and CF<sub>3</sub>CHCH<sub>2</sub>;~~

~~A is optionally selected from the group consisting of CH<sub>2</sub>N(CH<sub>3</sub>), CH<sub>2</sub>N(CH<sub>2</sub>CH<sub>3</sub>), CH<sub>2</sub>CH<sub>2</sub>N(CH<sub>3</sub>), and CH<sub>2</sub>CH<sub>2</sub>N(CH<sub>2</sub>CH<sub>3</sub>) with the proviso that B is hydride;~~

~~— M is N or  $R^1$ -C;~~

$R^1$  is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, 1-aminoethyl, methylamino, dimethylamino, cyano, methyl,

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ethyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, methoxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, methoxyamino, methylthio, ethylthio, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, and bromo;

~~R<sup>2</sup> is Z<sup>0</sup>-Q;~~

~~Z<sup>0</sup> is selected from the group consisting of a bond, CH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>, O, S, NH, N(CH<sub>3</sub>), OCH<sub>2</sub>, SCH<sub>2</sub>, N(H)CH<sub>2</sub>, and N(CH<sub>3</sub>)CH<sub>2</sub>; —~~

~~Q is selected from the group consisting of phenyl, 2-thienyl, 3-thienyl, 2-furyl, 3-furyl, 2-pyrrolyl, 3-pyrrolyl, 2-imidazolyl, 4-imidazolyl, 3-pyrazolyl, 4-pyrazolyl, 2-thiazolyl, 3-isoxazolyl, 5-isoxazolyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 2-pyrazinyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-pyrimidinyl, 3-pyridazinyl, 4-pyridazinyl, and 1,3,5-triazin-2-yl, wherein a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to Z<sup>0</sup> is optionally substituted by R<sup>9</sup>, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R<sup>13</sup>, a carbon adjacent to R<sup>9</sup> and two atoms from the carbon at the point of attachment is optionally substituted by R<sup>10</sup>, a carbon adjacent to R<sup>13</sup> and two atoms from the carbon at the point of attachment is optionally substituted by R<sup>12</sup>, and any carbon adjacent to both R<sup>10</sup> and R<sup>12</sup> is optionally substituted by R<sup>11</sup>;~~

~~R<sup>9</sup>, R<sup>11</sup>, and R<sup>13</sup> are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, N-ethylamino, methylthio, ethylthio, isopropylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, methanesulfonamido, amidosulfonyl, N-methylamidossulfonyl, N,N-dimethylamidossulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, and cyano;~~

~~R<sup>10</sup> and R<sup>12</sup> are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, carboxymethyl, methyl, ethyl, propyl, isopropyl, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, methoxyamino, ethoxyamino, acetamido, trifluoroacetamido, aminomethyl,~~

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1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methanesulfonamido, amidosulfonyl, N-methylamidodisulfonyl, N,N-dimethylamidodisulfonyl, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, 2,2,2-trifluoro-1-hydroxyethyl, methoxycarbonyl, ethoxycarbonyl, amidocarbonyl, N-methylamidocarbonyl, N,N-dimethylamidocarbonyl, N-benzylamidocarbonyl, N-(2-chlorobenzyl)amidocarbonyl, N-(3-fluorobenzyl)amidocarbonyl, N-(2-trifluoromethylbenzyl)amidocarbonyl, N-(1-phenylethyl)amidocarbonyl, N-(1-methyl-1-phenylethyl)amidocarbonyl, N-benzylamidodisulfonyl, N-(2-chlorobenzyl)amidodisulfonyl, N-ethylamidocarbonyl, N-isopropylamidocarbonyl, N-propylamidocarbonyl, N-isobutylamidocarbonyl, N-(2-butyl)amidocarbonyl, N-cyclobutylamidocarbonyl, N-cyclopentylamidocarbonyl, N-cyclohexylamidocarbonyl, fluoro, chloro, bromo, cyano, cyclobutoxy, cyclohexoxy, cyclohexylmethoxy, 4-trifluoromethylcyclohexylmethoxy, cyclopentoxo, benzyl, benzyloxy, 4-bromo-3-fluorophenoxy, 3-bromobenzyloxy, 4-bromobenzyloxy, 4-bromobenzylamino, 5-bromopyrid-2-ylmethylamino, 4-butoxyphenamino, 3-chlorobenzyl, 4-chlorophenoxy, 4-chloro-3-ethylphenoxy, 4-chloro-3-ethylbenzylamino, 4-chloro-3-ethylphenylamino, 3-chlorobenzyloxy, 4-chlorobenzyloxy, 4-chlorobenzylsulfonyl, 4-chlorophenylamino, 4-chlorophenylsulfonyl, 5-chloropyrid-3-yloxy, 2-cyanopyrid-3-yloxy, 2,3-difluorobenzyloxy, 2,4-difluorobenzyloxy, 3,4-difluorobenzyloxy, 2,5-difluorobenzyloxy, 3,5-difluorophenoxy, 3,5-difluorobenzyloxy, 4-difluoromethoxybenzyloxy, 2,3-difluorophenoxy, 2,4-difluorophenoxy, 2,5-difluorophenoxy, 3,5-dimethylphenoxy, 3,4-dimethylphenoxy, 3,4-dimethylbenzyloxy, 3,5-dimethylbenzyloxy, 4-ethoxyphenoxy, 4-ethylbenzyloxy, 3-ethylphenoxy, 4-ethylaminophenoxy, 3-ethyl-5-methylphenoxy, 4-fluorobenzyloxy, 2-fluoro-3-trifluoromethylbenzyloxy, 3-fluoro-5-trifluoromethylbenzyloxy, 4-fluoro-2-trifluoromethylbenzyloxy, 4-fluoro-3-trifluoromethylbenzyloxy, 2-fluorophenoxy, 4-fluorophenoxy, 2-fluoro-3-trifluoromethylphenoxy,

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2-fluorobenzyloxy, 4-fluorophenylamino, 2-fluoro-4-trifluoromethylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy, 4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, 4-isopropylbenzyloxy, 3-isopropylphenoxy, 4-isopropylphenoxy, 4-isopropyl-3-methylphenoxy, phenylamino, 1-phenylethoxy, 2-phenylethoxy, 2-phenylethyl, 2-phenylethylamino, phenylsulfonyl, 3-trifluoromethoxybenzyloxy, 4-trifluoromethoxybenzyloxy, 3-trifluoromethoxyphenoxy, 4-trifluoromethoxyphenoxy, 3-trifluoromethylbenzyloxy, 4-trifluoromethylbenzyloxy, 2,4-bis-trifluoromethylbenzyloxy, 3-trifluoromethylbenzyl, 3,5-bis-trifluoromethylbenzyloxy, 4-trifluoromethylphenoxy, 3-trifluoromethylphenoxy, 3-trifluoromethylthiobenzyloxy, 4-trifluoromethylthiobenzyloxy, 2,3,4-trifluorophenoxy, 2,3,5-trifluorophenoxy, 3-pentafluoroethylphenoxy, 3-(1,1,2,2-tetrafluoroethoxy)phenoxy, and 3-trifluoromethylthiophenoxy; and

$Y^0$  is selected from the group consisting of:

~~1-Q<sup>b</sup>-4-Q<sup>s</sup>-2-R<sup>16</sup>-3-R<sup>17</sup>-5-R<sup>18</sup>-6-R<sup>19</sup>benzene,~~  
~~2-Q<sup>b</sup>-5-Q<sup>s</sup>-6-R<sup>17</sup>-4-R<sup>18</sup>-3-R<sup>19</sup>pyridine,~~  
~~3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>16</sup>-5-R<sup>18</sup>-4-R<sup>19</sup>pyridine, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-6-R<sup>18</sup>pyrazine, 3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>18</sup>-5-R<sup>18</sup>-4-R<sup>19</sup>pyridazine,~~  
~~2-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>17</sup>-6-R<sup>18</sup>pyrimidine, 5-Q<sup>b</sup>-2-Q<sup>s</sup>-4-R<sup>16</sup>-6-R<sup>19</sup>pyrimidine,~~  
~~3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup>thiophene, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup>thiophene,~~  
~~3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup>furan, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup>furan,~~  
~~3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup>pyrrole, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup>pyrrole,~~  
~~4-Q<sup>b</sup>-2-Q<sup>s</sup>-5-R<sup>19</sup>imidazole, 2-Q<sup>b</sup>-4-Q<sup>s</sup>-5-R<sup>17</sup>imidazole,~~  
~~3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>isoxazole, 5-Q<sup>b</sup>-3-Q<sup>s</sup>-4-R<sup>16</sup>isoxazole,~~  
~~2-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>pyrazole, 4-Q<sup>b</sup>-2-Q<sup>s</sup>-5-R<sup>19</sup>thiazole, and~~  
~~2-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>17</sup>thiazole;~~

$R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group consisting of hydrido, methyl, ethyl, isopropyl, propyl, carboxy, amidino, guanidino, methoxy, ethoxy, isopropoxy, propoxy, hydroxy, amino, aminomethyl, 1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, N-ethylamino, methylthio, ethylthio,

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isopropylthio, trifluoromethylthio, methylsulfinyl, ethylsulfinyl, methylsulfonyl, ethylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, 2,2,3,3,3-pentafluoropropyl, trifluoromethoxy, 1,1,2,2-tetrafluoroethoxy, fluoro, chloro, bromo, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, and cyano[[]:].

~~R<sup>16</sup> or R<sup>19</sup> is optionally selected from the group consisting of NR<sup>20</sup>R<sup>21</sup>, C(NR<sup>25</sup>)NR<sup>23</sup>R<sup>24</sup>, and N(R<sup>26</sup>)C(NR<sup>25</sup>)N(R<sup>23</sup>)(R<sup>24</sup>), with the proviso that R<sup>16</sup>, R<sup>19</sup>, and Q<sup>b</sup> are not simultaneously hydrido;~~

~~—— Q<sup>b</sup> is selected from the group consisting of NR<sup>20</sup>R<sup>21</sup>, hydrido, C(NR<sup>25</sup>)NR<sup>23</sup>R<sup>24</sup>, and N(R<sup>26</sup>)C(NR<sup>25</sup>)N(R<sup>23</sup>)(R<sup>24</sup>), with the proviso that no more than one of R<sup>20</sup> and R<sup>21</sup> is hydroxy at the same time and with the further proviso that no more than one of R<sup>23</sup> and R<sup>24</sup> is hydroxy at the same time;~~

~~—— R<sup>20</sup>, R<sup>21</sup>, R<sup>23</sup>, R<sup>24</sup>, R<sup>25</sup>, and R<sup>26</sup> are independently selected from the group consisting of hydrido, methyl, ethyl, propyl, butyl, isopropyl, and hydroxy;~~

~~—— Q<sup>6</sup> is selected from the group consisting of a bond, CH<sub>2</sub>, and CH<sub>2</sub>CH<sub>2</sub>;~~

Claim19 (currently amended): Compound of **[[Claim]] claim 18** or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl, (S)-2-butyl, *tert*-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 1-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanoethyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl;

~~A is selected from the group consisting of a bond, CH<sub>2</sub>, NHC(O), CH<sub>2</sub>CH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>, and CH<sub>3</sub>CHCH<sub>2</sub>;~~

~~—— M is N or R<sup>1</sup>-C;~~

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R<sup>1</sup> is selected from the group consisting of hydrido, hydroxy, amino, amidino, hydroxyamino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, hydroxymethyl, methoxyamino, methylthio, trifluoromethoxy, fluoro, and chloro;

~~R<sup>2</sup> is Z<sup>0</sup>-Q;~~

~~Z<sup>0</sup> is selected from the group consisting of a bond, CH<sub>2</sub>, O, S, NH, N(CH<sub>3</sub>), OCH<sub>2</sub>, and SCH<sub>2</sub>;~~

Q is selected from the group consisting of  
3-amidocarbonyl-5-aminophenyl, 3-amino-5-(N-benzylamidocarbonyl)phenyl, 3-amino-5-benzylphenyl, 3-amino-5-(2-phenylethyl)phenyl, 3-amino-5-benzylaminophenyl, 3-amino-5-(2-phenylethylamino)phenyl, 3-amino-5-benzyloxyphenyl, 3-amino-5-(2-phenylethoxy)phenyl, 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(3-fluorobenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, 3-amino-5-(N-(1-phenylethyl)amidocarbonyl)phenyl, 3-amino-5-(N-(1-methyl-1-phenylethyl)amidocarbonyl)phenyl, 3-amino-5-(N-benzylamidosulfonyl)phenyl, 3-amino-5-(N-(2-chlorobenzyl)amidosulfonyl)phenyl, 3-amino-5-(N-ethylamidocarbonyl)phenyl, 3-amino-5-(N-isopropylamidocarbonyl)phenyl, 3-amino-5-(N-propylamidocarbonyl)phenyl, 3-amino-5-(N-isobutylamidocarbonyl)phenyl, 3-amino-5-(N-(2-butyl)amidocarbonyl)phenyl, 3-amino-5-(N-cyclobutylamidocarbonyl)phenyl, 3-amino-5-(N-cyclopentylamidocarbonyl)phenyl, 3-amino-5-(N-cyclohexylamidocarbonyl)phenyl, 5-amino-2-fluorophenyl, 3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl, 3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl, 3-aminophenyl, 3-amino-5-(4-trifluoromethylbenzylamino)phenyl, 3-amino-5-(4-trifluoromethylbenzyloxy)phenyl, 3-carboxyphenyl, 3-carboxy-5-hydroxyphenyl, 3-amino-5-carboxyphenyl, 3-chlorophenyl,

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2-chlorophenyl, 3-cyanophenyl, 3,5-diaminophenyl, 3-dimethylaminophenyl, 2-fluorophenyl, 3-fluorophenyl, 2-hydroxyphenyl, 3-hydroxyphenyl, 3-methanesulfonylaminophenyl, 2-methoxyphenyl, 3-methoxyphenyl, 3-methoxyaminophenyl, 3-methoxycarbonylphenyl, 2-methylaminophenyl, 3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl, and 2-trifluoromethylphenyl, ~~5-amino-2-thienyl, 5-amino-3-thienyl, 3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl;~~

$Y^0$  is selected from the group consisting of:

~~1-Q<sup>b</sup>-4-Q<sup>6</sup>-2-R<sup>16</sup>-3-R<sup>17</sup>-5-R<sup>18</sup>-6-R<sup>19</sup>benzene,~~  
~~2-Q<sup>b</sup>-5-Q<sup>6</sup>-6-R<sup>17</sup>-4-R<sup>18</sup>-3-R<sup>19</sup>pyridine,~~  
~~3-Q<sup>b</sup>-6-Q<sup>6</sup>-2-R<sup>16</sup>-5-R<sup>18</sup>-4-R<sup>19</sup>pyridine,~~  
~~3-Q<sup>b</sup>-5-Q<sup>6</sup>-4-R<sup>16</sup>-2-R<sup>19</sup>thiophene, and 2-Q<sup>b</sup>-5-Q<sup>6</sup>-3-R<sup>16</sup>-4-R<sup>17</sup>thiophene;~~

$R^{16}$  and  $R^{19}$  are independently selected from the group consisting of hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano; and

~~$R^{16}$  or  $R^{19}$  is optionally  $C(NR^{25})NR^{23}R^{24}$  with the proviso that  $R^{16}$ ,  $R^{19}$ , and  $Q^b$  are not simultaneously hydrido;~~

$R^{17}$  and  $R^{18}$  are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano[[:]].

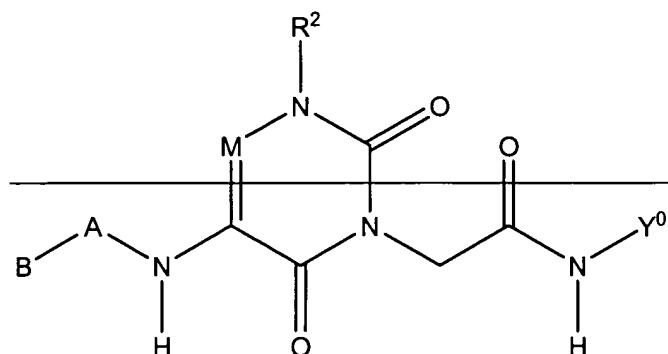
~~$Q^b$  is  $C(NR^{25})NR^{23}R^{24}$  or hydrido;~~

~~$R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently hydrido or methyl;~~

~~$Q^6$  is  $CH_2$ .~~

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Claim 20 (currently amended): Compound of Claim 17, ~~of the Formula:~~



or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, C2-C8 alkyl, C3-C8 alkenyl, C3-C8 alkynyl, and C2-C8 haloalkyl, wherein each member of group B is optionally substituted at any carbon up to and including 6 atoms from the point of attachment of B to A with one or more of the group consisting of  $R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$ ;

$R^{32}$ ,  $R^{33}$ ,  $R^{34}$ ,  $R^{35}$ , and  $R^{36}$  are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkoxy, hydroxy, amino, alkoxyamino, alkylamino, alkylthio, amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboalkoxy, carboxy, carboxamido, cyano, and  $Q^b$ ;

~~A is a bond or  $(CH(R^{15}))_{pa}(W^7)_{rr}$  wherein rr is 0 or 1, pa is an integer selected from 0 through 3, and  $W^7$  is  $N(R^7)$ ;~~

~~$R^7$  is hydrido or alkyl;~~

~~$R^{15}$  is selected from the group consisting of hydrido, halo, alkyl, and haloalkyl;~~

~~M is N or  $R^1-C$ ;~~

$R^1$  is selected from the group consisting of hydrido, hydroxy, hydroxyamino, amidino, amino, cyano, hydroxyalkyl, alkoxy, alkyl, alkylamino, aminoalkyl, alkylthio, alkoxyamino, haloalkyl, haloalkoxy, and halo;

~~$R^2$  is  $Z^0-Q$ ;~~

~~$Z^0$  is a bond;~~

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~~Q is phenyl or a heteroaryl of 5 or 6 ring members, wherein a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to Z<sup>0</sup> is optionally substituted by R<sup>9</sup>, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R<sup>13</sup>, a carbon adjacent to R<sup>9</sup> and two atoms from the carbon at the point of attachment is optionally substituted by R<sup>10</sup>, a carbon adjacent to R<sup>13</sup> and two atoms from the carbon at the point of attachment is optionally substituted by R<sup>12</sup>, and any carbon adjacent to both R<sup>10</sup> and R<sup>12</sup> is optionally substituted by R<sup>14</sup>;~~

R<sup>9</sup>, R<sup>11</sup>, and R<sup>13</sup> are independently selected from the group consisting of hydrido, hydroxy, amino, amidino, guanidino, alkylamino, alkylthio, alkoxy, alkylsulfinyl, alkylsulfonyl, amidosulfonyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, carboxy, carboxamido, and cyano;

R<sup>10</sup> and R<sup>12</sup> are independently selected from the group consisting of hydrido, acetamido, haloacetamido, amidino, guanidino, alkyl, alkoxy, alkoxyamino, hydroxy, amino, alkylamino, alkylsulfonamido, amidosulfonyl, hydroxyalkyl, aminoalkyl, halo, haloalkyl, carboalkoxy, carboxy, carboxamido, carboxyalkyl, and cyano; and

~~Y<sup>0</sup> is phenyl or a heteroaryl of 5 or 6 ring members, wherein one carbon of said phenyl or said heteroaryl is substituted by Q<sup>6</sup>, a carbon two or three atoms from the point of attachment of Q<sup>6</sup> to said phenyl or said heteroaryl is substituted by Q<sup>b</sup>, a carbon adjacent to the point of attachment of Q<sup>6</sup> is optionally substituted by R<sup>17</sup>, another carbon adjacent to the point of attachment of Q<sup>6</sup> is optionally substituted by R<sup>18</sup>, a carbon adjacent to Q<sup>b</sup> is optionally substituted by R<sup>16</sup>, and another carbon adjacent to Q<sup>b</sup> is optionally substituted by R<sup>19</sup>;~~

R<sup>16</sup>, R<sup>17</sup>, R<sup>18</sup>, and R<sup>19</sup> are independently selected from the group consisting of hydrido, amidino, guanidino, carboxy, haloalkylthio, alkoxy, hydroxy, amino, alkylamino, alkylthio, alkylsulfinyl, alkylsulfonyl, alkanoyl, haloalkanoyl, alkyl, halo, haloalkyl, haloalkoxy, hydroxyalkyl, aminoalkyl, and cyano[[:]].

~~R<sup>16</sup> or R<sup>19</sup> is optionally selected from the group consisting of NR<sup>20</sup>R<sup>24</sup>, N(R<sup>26</sup>)C(NR<sup>25</sup>)(R<sup>23</sup>)(R<sup>24</sup>), and C(NR<sup>25</sup>)NR<sup>23</sup>R<sup>24</sup>, with the proviso that R<sup>16</sup>, R<sup>19</sup>, and Q<sup>b</sup> are not simultaneously hydrido;~~

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~~Q<sup>b</sup> is selected from the group consisting of NR<sup>20</sup>R<sup>21</sup>, hydrido, N(R<sup>26</sup>)C(NR<sup>25</sup>)N(R<sup>23</sup>)(R<sup>24</sup>), and C(NR<sup>25</sup>)NR<sup>23</sup>R<sup>24</sup>;~~  
~~R<sup>20</sup>, R<sup>21</sup>, R<sup>23</sup>, R<sup>24</sup>, R<sup>25</sup>, and R<sup>26</sup> are independently hydrido or alkyl;~~  
~~Q<sup>b</sup> is CH<sub>2</sub>;~~

Claim 21 (currently amended): Compound of **[[Claim]] claim 20** or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butenyl, 2-butyne, sec-butyl, *tert*-butyl, isobutyl, 2-methylpropenyl, 1-pentyl, 2-pentenyl, 3-pentenyl, 2-pentynyl, 3-pentynyl, 2-pentyl, 3-pentyl, 2-methylbutyl, 2-methyl-2-butenyl, 3-methylbutyl, 3-methyl-2-butenyl, 1-hexyl, 2-hexenyl, 3-hexenyl, 4-hexenyl, 2-hexynyl, 3-hexynyl, 4-hexynyl, 2-hexyl, 1-methyl-2-pentenyl, 1-methyl-3-pentenyl, 1-methyl-2-pentynyl, 1-methyl-3-pentynyl, 3-hexyl, 1-ethyl-2-butenyl, 1-heptyl, 2-heptenyl, 3-heptenyl, 4-heptenyl, 5-heptenyl, 2-heptynyl, 3-heptynyl, 4-heptynyl, 5-heptynyl, 2-heptyl, 1-methyl-2-hexenyl, 1-methyl-3-hexenyl, 1-methyl-4-hexenyl, 1-methyl-2-hexynyl, 1-methyl-3-hexynyl, 1-methyl-4-hexynyl, 3-heptyl, 1-ethyl-2-pentenyl, 1-ethyl-3-pentenyl, 1-ethyl-2-pentynyl, 1-ethyl-3-pentynyl, 2,2,2-trifluoroethyl, 2,2-difluoropropyl, 4-trifluoromethyl-5,5,5-trifluoropentyl, 4-trifluoromethylpentyl, 5,5,6,6,6-pentafluorohexyl, and 3,3,3-trifluoropropyl, wherein each member of group B is optionally substituted at any carbon up to and including 5 atoms from the point of attachment of B to A with one or more of the group consisting of R<sup>32</sup>, R<sup>33</sup>, R<sup>34</sup>, R<sup>35</sup>, and R<sup>36</sup>;

R<sup>32</sup>, R<sup>33</sup>, R<sup>34</sup>, R<sup>35</sup>, and R<sup>36</sup> are independently selected from the group consisting of hydrido, amidino, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, dimethylamino, methoxyamino, methylthio, ethylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamidulosulfonyl, hydroxymethyl, amidocarbonyl, carboxy, cyano, and Q<sup>b</sup>;

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~~A is selected from the group consisting of a bond, NH, N(CH<sub>3</sub>), CH<sub>2</sub>, CH<sub>3</sub>CH<sub>2</sub>, and CH<sub>2</sub>CH<sub>2</sub>;~~

~~A is optionally selected from the group consisting of CH<sub>2</sub>N(CH<sub>3</sub>), CH<sub>2</sub>N(CH<sub>2</sub>CH<sub>3</sub>), CH<sub>2</sub>CH<sub>2</sub>N(CH<sub>3</sub>), and CH<sub>2</sub>CH<sub>2</sub>N(CH<sub>2</sub>CH<sub>3</sub>) with the proviso that B is hydride;~~

~~— M is N or R<sup>1</sup>-C;~~

~~R<sup>1</sup> is selected from the group consisting of hydrido, hydroxy, hydroxymethyl, amino, aminomethyl, methylamino, cyano, methyl, trifluoromethyl, methoxy, methylthio, trifluoromethoxy, fluoro, and chloro;~~

~~R<sup>2</sup> is selected from the group consisting of phenyl, 2-thienyl, 2-furyl, 2-pyrrolyl, 2-imidazolyl, 2-thiazolyl, 3-isoxazolyl, 2-pyridyl, and 3-pyridyl, wherein a carbon adjacent to the carbon at the point of attachment of said phenyl or heteroaryl ring to the uracil ring is optionally substituted by R<sup>9</sup>, the other carbon adjacent to the carbon at the point of attachment is optionally substituted by R<sup>13</sup>, a carbon adjacent to R<sup>9</sup> and two atoms from the carbon at the point of attachment is optionally substituted by R<sup>10</sup>, a carbon adjacent to R<sup>13</sup> and two atoms from the carbon at the point of attachment is optionally substituted by R<sup>12</sup>, and any carbon adjacent to both R<sup>10</sup> and R<sup>12</sup> is optionally substituted by R<sup>14</sup>;~~ **wherein (a) a ring carbon in a first alpha position relative to the ring carbon at the point of attachment is optionally substituted by R<sup>9</sup>, (b) a ring carbon in a second alpha position relative to the ring carbon at the point of attachment is optionally substituted by R<sup>13</sup>, (c) a ring carbon, in a first beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R<sup>9</sup>, is optionally substituted by R<sup>10</sup>, (d) a ring carbon, in a second beta position relative to the ring carbon at the point of attachment and in an alpha position relative to the ring atom optionally substituted by R<sup>13</sup>, is optionally substituted by R<sup>12</sup>, and (e) a ring carbon, in the gamma position relative to the ring carbon at the point of attachment and in an alpha position relative to each of the ring atoms optionally substituted by R<sup>10</sup> and R<sup>12</sup>, respectively, is optionally substituted by R<sup>11</sup>;**

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$R^9$ ,  $R^{11}$ , and  $R^{13}$  are independently selected from the group consisting of hydrido, methyl, ethyl, methoxy, ethoxy, hydroxy, amino, N-methylamino, N,N-dimethylamino, methylthio, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, fluoro, chloro, bromo, amidosulfonyl, N-methylamid sulfonyl, N,N-dimethylamid sulfonyl, hydroxymethyl, 1-hydroxyethyl, amidocarbonyl, N-methylamidocarbonyl, carboxy, and cyano;

$R^{10}$  and  $R^{12}$  are independently selected from the group consisting of hydrido, amidino, amidocarbonyl, N-methylamidocarbonyl, N-benzylamidocarbonyl, N-(2-chlorobenzyl)amidocarbonyl, N-(3-fluorobenzyl)amidocarbonyl, N-(2-trifluoromethylbenzyl)amidocarbonyl, N-(1-phenylethyl)amidocarbonyl, N-(1-methyl-1-phenylethyl)amidocarbonyl, N-benzylamid sulfonyl, N-(2-chlorobenzyl)amid sulfonyl, N-ethylamidocarbonyl, N-isopropylamidocarbonyl, N-propylamidocarbonyl, N-isobutylamidocarbonyl, N-(2-butyl)amidocarbonyl, N-cyclobutylamidocarbonyl, N-cyclopentylamidocarbonyl, N-cyclohexylamidocarbonyl, guanidino, methyl, ethyl, methoxy, ethoxy, hydroxy, hydroxymethyl, 1-hydroxyethyl, 2-hydroxyethyl, carboxy, carboxymethyl, amino, acetamido, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoroacetamido, aminomethyl, N-methylamino, dimethylamino, methoxyamino, amidosulfonyl, N-methylamid sulfonyl, N,N-dimethylamid sulfonyl, methanesulfonamido, methoxycarbonyl, fluoro, chloro, bromo, and cyano; and

$Y^0$  is selected from the group consisting of:

~~1-Q<sup>b</sup>-4-Q<sup>s</sup>-2-R<sup>16</sup>-3-R<sup>17</sup>-5-R<sup>18</sup>-6-R<sup>19</sup>benzene,~~  
~~2-Q<sup>b</sup>-5-Q<sup>s</sup>-6-R<sup>17</sup>-4-R<sup>18</sup>-3-R<sup>19</sup>pyridine, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup>thiophene,~~  
~~3-Q<sup>b</sup>-6-Q<sup>s</sup>-2-R<sup>16</sup>-5-R<sup>18</sup>-4-R<sup>19</sup>pyridine, 3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup>thiophene,~~  
~~3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup>furan, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup>furan,~~  
~~3-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>16</sup>-2-R<sup>19</sup>pyrrole, 2-Q<sup>b</sup>-5-Q<sup>s</sup>-3-R<sup>16</sup>-4-R<sup>17</sup>pyrrole,~~  
~~4-Q<sup>b</sup>-2-Q<sup>s</sup>-5-R<sup>19</sup>thiazole, and 2-Q<sup>b</sup>-5-Q<sup>s</sup>-4-R<sup>17</sup>thiazole;~~

$R^{16}$ ,  $R^{17}$ ,  $R^{18}$ , and  $R^{19}$  are independently selected from the group consisting of hydrido, methyl, ethyl, amidino, guanidino, methoxy, hydroxy, amino, aminomethyl,

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1-aminoethyl, 2-aminoethyl, N-methylamino, dimethylamino, methylthio, ethylthio, trifluoromethylthio, methylsulfinyl, methylsulfonyl, trifluoromethyl, pentafluoroethyl, 2,2,2-trifluoroethyl, trifluoromethoxy, fluoro, chloro, hydroxymethyl, carboxy, and cyano[[:]].

~~Q<sup>b</sup> is selected from the group consisting of NR<sup>20</sup>R<sup>24</sup>, C(NR<sup>25</sup>)NR<sup>23</sup>R<sup>24</sup>, and N(R<sup>26</sup>)C(NR<sup>25</sup>)N(R<sup>23</sup>)(R<sup>24</sup>);~~

~~— R<sup>20</sup>, R<sup>21</sup>, R<sup>23</sup>, R<sup>24</sup>, R<sup>25</sup>, and R<sup>26</sup> are independently selected from the group consisting of hydrido, methyl, and ethyl;~~

~~— Q<sup>s</sup> is CH<sub>2</sub>.~~

Claim 22 (currently amended): Compound of **[[Claim]] claim 21** or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl, (S)-2-butyl, *tert*-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 1-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanoethyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl;

~~A is selected from the group consisting of a bond, CH<sub>2</sub>, CH<sub>3</sub>CH, and CH<sub>2</sub>CH<sub>2</sub>;~~

~~— M is N or R<sup>1</sup>-C;~~

R<sup>1</sup> is selected from the group consisting of hydrido, hydroxy, hydroxymethyl, amino, aminomethyl, cyano, methyl, trifluoromethyl, and fluoro;

R<sup>2</sup> is selected from the group consisting of  
3-amidocarbonyl-5-aminophenyl, 3-amidocarbonyl-5-aminophenyl,  
3-amino-5-(N-benzylamidocarbonyl)phenyl,  
3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl,  
3-amino-5-(N-(3-fluorobenzyl)amidocarbonyl)phenyl,

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3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl,  
3-amino-5-(N-(1-phenylethyl)amidocarbonyl)phenyl,  
3-amino-5-(N-(1-methyl-1-phenylethyl)amidocarbonyl)phenyl,  
3-amino-5-(N-benzylamidodisulfonyl)phenyl,  
3-amino-5-(N-(2-chlorobenzyl)amidodisulfonyl)phenyl,  
3-amino-5-(N-ethylamidocarbonyl)phenyl,  
3-amino-5-(N-isopropylamidocarbonyl)phenyl,  
3-amino-5-(N-propylamidocarbonyl)phenyl,  
3-amino-5-(N-isobutylamidocarbonyl)phenyl,  
3-amino-5-(N-(2-butyl)amidocarbonyl)phenyl,  
3-amino-5-(N-cyclobutylamidocarbonyl)phenyl,  
3-amino-5-(N-cyclopentylamidocarbonyl)phenyl,  
3-amino-5-(N-cyclohexylamidocarbonyl)phenyl, 5-amino-2-fluorophenyl,  
3-amino-5-hydroxymethylphenyl, 5-amino-3-methoxycarbonylphenyl,  
3-amidinophenyl, 3-amino-2-methylphenyl, 5-amino-2-methylthiophenyl,  
3-aminophenyl, 3-carboxyphenyl, 3-carboxy-5-aminophenyl,  
3-carboxy-5-hydroxyphenyl, 3-carboxymethyl-5-aminophenyl,  
3-carboxymethyl-5-hydroxyphenyl, 3-carboxymethylphenyl, 3-chlorophenyl, 2-chlorophenyl, 3-cyanophenyl, 3,5-diaminophenyl, 3-dimethylaminophenyl,  
2-fluorophenyl, 3-fluorophenyl, 2,5-difluorophenyl, 2-hydroxyphenyl,  
3-hydroxyphenyl, 3-methanesulfonylaminophenyl, 2-methoxyphenyl,  
3-methoxyphenyl, 3-methoxyaminophenyl, 3-methoxycarbonylphenyl,  
2-methylaminophenyl, 3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, phenyl, 3-trifluoroacetamidophenyl, 3-trifluoromethylphenyl, and 2-trifluoromethylphenyl, ~~5-amino-2-thienyl, 5-amino-3-thienyl,~~  
~~3-bromo-2-thienyl, 3-pyridyl, 4-pyridyl, 2-thienyl, and 3-thienyl;~~

$Y^0$  is selected from the group consisting of:

~~1-Q<sup>b</sup>-4-Q<sup>6</sup>-2-R<sup>16</sup>-3-R<sup>17</sup>-5-R<sup>18</sup>-6-R<sup>19</sup>benzene,~~  
~~2-Q<sup>b</sup>-5-Q<sup>6</sup>-6-R<sup>17</sup>-4-R<sup>18</sup>-3-R<sup>19</sup>pyridine,~~  
~~3-Q<sup>b</sup>-6-Q<sup>6</sup>-2-R<sup>16</sup>-5-R<sup>18</sup>-4-R<sup>19</sup>pyridine,~~  
~~3-Q<sup>b</sup>-5-Q<sup>6</sup>-4-R<sup>16</sup>-2-R<sup>19</sup>thiophene, and 2-Q<sup>b</sup>-5-Q<sup>6</sup>-3-R<sup>16</sup>-4-R<sup>17</sup>thiophene;~~

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$R^{16}$  and  $R^{19}$  are independently selected from the group consisting of hydrido, amidino, amino, aminomethyl, methoxy, methylamino, hydroxy, hydroxymethyl, fluoro, chloro, and cyano; and

$R^{17}$  and  $R^{18}$  are independently selected from the group consisting of hydrido, fluoro, chloro, hydroxy, hydroxymethyl, amino, carboxy, and cyano[[:]].

~~$Q^b$  is  $C(NR^{25})NR^{23}R^{24}$ ;~~

~~$R^{23}$ ,  $R^{24}$ , and  $R^{25}$  are independently hydrido or methyl;~~

~~$Q^6$  is  $CH_2$ ;~~

Claim 23 (currently amended): Compound of **[[Claim]] claim 22** or a pharmaceutically acceptable salt thereof, wherein;

B is selected from the group consisting of hydrido, ethyl, 2-propenyl, 2-propynyl, propyl, isopropyl, butyl, 2-butyl, (R)-2-butyl, (S)-2-butyl, *tert*-butyl, isobutyl, 1-pentyl, 3-pentyl, 2-methylbutyl, 2,2,2-trifluoroethyl, 6-amidocarbonylhexyl, 4-methyl-2-pentyl, 3-hydroxypropyl, 1-methoxy-2-propyl, 2-methoxyethyl, 2-methyl-2-butyl, 3-methyl-2-butyl, 2-dimethylaminopropyl, 2-cyanoethyl, 6-hydroxyhexyl, 2-hydroxyethyl, 2-amidinoethyl, 2-guanidinoethyl, 3-guanidinopropyl, 4-guanidinobutyl, 3-hydroxypropyl, 4-hydroxybutyl, 6-cyanoethyl, 2-dimethylaminoethyl, 3-methylbutyl, 2-methylbutyl, (S)-2-methylbutyl, 3-aminopropyl, 2-hexyl, and 4-aminobutyl;

~~A is selected from the group consisting of a bond,  $CH_2$ ,  $CH_3CH$ , and  $CH_2CH_2$ ;~~

~~M is N or  $R^1-C$ ;~~

$R^1$  is selected from the group consisting of hydrido, hydroxy, hydroxymethyl, amino, aminomethyl, cyano, methyl, trifluoromethyl, and fluoro;

$R^2$  is selected from the group consisting of  
3-amidocarbonyl-5-aminophenyl, 3-amino-5-(N-benzylamidocarbonyl)phenyl, 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl,  
3-amino-5-(N-(3-fluorobenzyl)amidocarbonyl)phenyl,  
3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl,  
3-amino-5-(N-(1-phenylethyl)amidocarbonyl)phenyl,

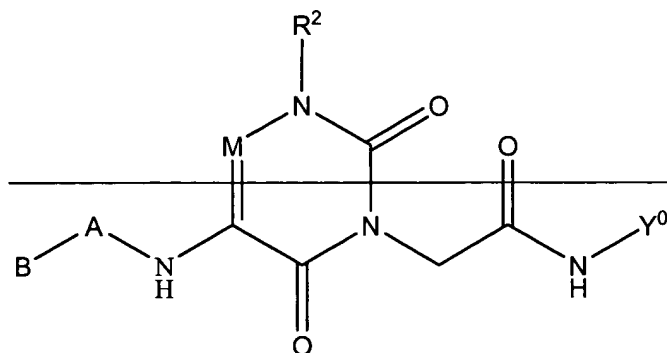
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3-amino-5-(N-(1-methyl-1-phenylethyl)amidocarbonyl)phenyl,  
3-amino-5-(N-benzylamididosulfonyl)phenyl,  
3-amino-5-(N-(2-chlorobenzyl)amididosulfonyl)phenyl,  
3-amino-5-(N-ethylamidocarbonyl)phenyl,  
3-amino-5-(N-isopropylamidocarbonyl)phenyl,  
3-amino-5-(N-propylamidocarbonyl)phenyl,  
3-amino-5-(N-isobutylamidocarbonyl)phenyl,  
3-amino-5-(N-(2-butyl)amidocarbonyl)phenyl,  
3-amino-5-(N-cyclobutylamidocarbonyl)phenyl,  
3-amino-5-(N-cyclopentylamidocarbonyl)phenyl,  
3-amino-5-(N-cyclohexylamidocarbonyl)phenyl, 3-aminophenyl,  
3-carboxy-5-aminophenyl, 3-chlorophenyl, 3,5-diaminophenyl,  
3-dimethylaminophenyl, 3-hydroxyphenyl, 3-methanesulfonylaminophenyl,  
3-methylaminophenyl, 2-methylphenyl, 3-methylphenyl, phenyl, and  
3-trifluoroacetamidophenyl, ~~3-bromo-2-thienyl, 2-thienyl, and 3-thienyl;~~ and

$Y^0$  is selected from the group consisting of ~~5-amidino-2-thienylmethyl, 4-~~  
~~amidinobenzyl, 2-fluoro-4-amidinobenzyl, and 3-fluoro-4-amidinobenzyl.~~

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Claim 24 (currently amended): Compound of ~~[[Claim]]~~ claim 17, ~~where said compound is selected from the group of the Formula:~~



or a pharmaceutically acceptable salt thereof, wherein;

R<sup>2</sup> is 3-aminophenyl, B is 2,2,2-trifluoroethyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is CH;

R<sup>2</sup> is 3-aminophenyl, B is (S)-2-butyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is CH;

R<sup>2</sup> is 5-amino-2-fluorophenyl, B is isopropyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is CH;

R<sup>2</sup> is 2-methyl-3-aminophenyl, B is isopropyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is CH;

R<sup>2</sup> is 3-aminophenyl, B is ethyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is CH;

R<sup>2</sup> is 3-aminophenyl, B is ethyl, A is single bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, and M is CH;

R<sup>2</sup> is 3-aminophenyl, B is 2-propenyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is CH;

R<sup>2</sup> is 3-aminophenyl, B is isopropyl, A is single bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, and M is CH;

R<sup>2</sup> is 3-aminophenyl, B is isopropyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is CH;

R<sup>2</sup> is 3-aminophenyl, B is 2-butyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is CH;

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$R^2$  is 3-aminophenyl, B is (R)-2-butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-aminophenyl, B is 2-propynyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-aminophenyl, B is 3-pentyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-aminophenyl, B is hydrido, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-aminophenyl, B is ethyl, A is  $CH_2$ ,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-aminophenyl, B is 2-methylpropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-aminophenyl, B is 2-propyl, A is  $CH_3CH$ ,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-aminophenyl, B is propyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl, and M is CH;

$R^2$  is 3-aminophenyl, B is 6-amidocarbonylhexyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-aminophenyl, B is tert-butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-aminophenyl, B is tert-butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-aminophenyl, B is 3-hydroxypropyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-aminophenyl, B is 2-methylpropyl, A is single bond,  $Y^0$  is 4-amidino-2-fluorobenzyl, and M is CH;

$R^2$  is 3-aminophenyl, B is butyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-aminophenyl, B is 1-methoxy-2-propyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-aminophenyl, B is 2-methoxyethyl, A is single bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

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~~R<sup>2</sup> is 3-aminophenyl, B is 2-propyl, A is single bond, Y<sup>0</sup> is 5-amidino-2-thienylmethyl, and M is CH;~~

R<sup>2</sup> is 3-aminophenyl, B is 2-propyl, A is single bond, Y<sup>0</sup> is 4-amidino-3-fluorobenzyl, and M is CH;

R<sup>2</sup> is 3-carboxyphenyl, B is 2-propyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is CH;

R<sup>2</sup> is 3-aminophenyl, B is 2-propyl, A is single bond, Y<sup>0</sup> is 4-amidino-3-fluorobenzyl, and M is CH;

~~R<sup>2</sup> is 3-aminophenyl, B is 2,2,2-trifluoroethyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—— R<sup>2</sup> is 3-aminophenyl, B is (S)-2-butyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—— R<sup>2</sup> is 5-amino-2-fluorophenyl, B is isopropyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—— R<sup>2</sup> is 2-methyl-3-aminophenyl, B is isopropyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—— R<sup>2</sup> is 3-aminophenyl, B is ethyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—— R<sup>2</sup> is 3-aminophenyl, B is ethyl, A is single bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, and M is N;~~

~~—— R<sup>2</sup> is 3-aminophenyl, B is 2-propenyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—— R<sup>2</sup> is 3-aminophenyl, B is isopropyl, A is single bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, and M is N;~~

~~—— R<sup>2</sup> is 3-aminophenyl, B is isopropyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—— R<sup>2</sup> is 3-aminophenyl, B is 2-butyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

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~~—R<sup>2</sup> is 3-aminophenyl, B is (R)-2-butyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—R<sup>2</sup> is 3-aminophenyl, B is 2-propynyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—R<sup>2</sup> is 3-aminophenyl, B is 3-pentyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—R<sup>2</sup> is 3-aminophenyl, B is hydrido, A is CH<sub>2</sub>, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—R<sup>2</sup> is 3-aminophenyl, B is ethyl, A is CH<sub>2</sub>, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—R<sup>2</sup> is 3-aminophenyl, B is 2-methylpropyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—R<sup>2</sup> is 3-aminophenyl, B is 2-propyl, A is CH<sub>3</sub>CH, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—R<sup>2</sup> is 3-aminophenyl, B is propyl, A is single bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, and M is N;~~

~~—R<sup>2</sup> is 3-aminophenyl, B is 6-amidocarbonylhexyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—R<sup>2</sup> is 3-aminophenyl, B is tert-butyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—R<sup>2</sup> is 3-aminophenyl, B is tert-butyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—R<sup>2</sup> is 3-aminophenyl, B is 3-hydroxypropyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—R<sup>2</sup> is 3-aminophenyl, B is 2-methylpropyl, A is single bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, and M is N;~~

~~—R<sup>2</sup> is 3-aminophenyl, B is butyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—R<sup>2</sup> is 3-aminophenyl, B is 1-methoxy-2-propyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

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~~—R<sup>2</sup> is 3-aminophenyl, B is 2-methoxyethyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—R<sup>2</sup> is 3-aminophenyl, B is 2-propyl, A is single bond, Y<sup>0</sup> is 5-amidino-2-thienylmethyl, and M is N;~~

~~—R<sup>2</sup> is 3-aminophenyl, B is 2-propyl, A is single bond, Y<sup>0</sup> is 4-amidino-3-fluorobenzyl, and M is N;~~

~~—R<sup>2</sup> is 3-carboxyphenyl, B is 2-propyl, A is single bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

R<sup>2</sup> is 3-aminophenyl, B is 2-propyl, A is single bond, Y<sup>0</sup> is 4-amidino-3-fluorobenzyl, and M is CH;

R<sup>2</sup> is 3-amino-5-carboxyphenyl, B is isopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is CH;

R<sup>2</sup> is 3-amino-5-carbomethoxyphenyl, B is isopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is CH;

R<sup>2</sup> is 3-aminophenyl, B is isopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is CCl;

R<sup>2</sup> is 3-amino-5-carboxamidophenyl, B is isopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is CH;

R<sup>2</sup> is 3-amino-5-(N-benzyl-N-methylamidocarbonyl)phenyl, B is isopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is CH;

R<sup>2</sup> is 3-amino-5-(N-(1-phenylethyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is CH;

R<sup>2</sup> is 3-amino-5-(N-(2-phenyl-2-propyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is CH;

R<sup>2</sup> is 3-amino-5-(N-(2,4-dichlorobenzyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is CH;

R<sup>2</sup> is 3-amino-5-(N-(4-bromobenzyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is CH;

R<sup>2</sup> is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is isopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is CH;

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$R^2$  is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-amino-5-(N-(3-fluorobenzyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-amino-5-(N-(3-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-amino-5-(N-isobutylamidocarbonyl)phenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-amino-5-(N-cyclobutylamidocarbonyl)phenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-amino-5-(N-cyclopentylamidocarbonyl)phenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-amino-5-(N-cycloheptylamidocarbonyl)phenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-amino-5-(N-(2-pyridylmethyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-amino-5-(N-(3-pyridylmethyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-amino-5-(N-(2-(4-methoxyphenyl)ethyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-amino-5-(N-(3-phenylpropyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-amino-5-(N-(2,2-diphenylethyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-amino-5-(N-(2-naphthylmethyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-amino-5-(N-(1,2,3,4-tetrahydronaphth-2-ylmethyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

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$R^2$  is 3-aminophenyl, B is 2-propyl, A is a bond,  $Y^0$  is 4-amidino-3-fluorobenzyl, and M is CH;

$R^2$  is 3,5-diaminophenyl, B is 2,2,2-trifluoroethyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3,5-diaminophenyl, B is (S)-2-butyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3,5-diaminophenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3,5-diaminophenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidino-2-fluorobenzylbenzyl, and M is CH;

$R^2$  is 3,5-diaminophenyl, B is ethyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3,5-diaminophenyl, B is ethyl, A is a bond,  $Y^0$  is 4-amidino-2-fluorobenzyl, and M is CH;

$R^2$  is 3-amino-5-carboxyphenyl, B is 2,2,2-trifluoroethyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-amino-5-carboxyphenyl, B is (S)-2-butyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-amino-5-carboxyphenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidino-2-fluorobenzylbenzyl, and M is CH;

$R^2$  is 3-amino-5-carboxyphenyl, B is ethyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-amino-5-carboxyphenyl, B is ethyl, A is a bond,  $Y^0$  is 4-amidino-2-fluorobenzyl, and M is CH;

$R^2$  is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is 2,2,2-trifluoroethyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is (S)-2-butyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidino-2-fluorobenzylbenzyl, and M is CH;

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$R^2$  is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is ethyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is CH;

$R^2$  is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is ethyl, A is a bond,  $Y^0$  is 4-amidino-2-fluorobenzyl, and M is CH; or

~~$R^2$  is 3-amino-5-carboxyphenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is N;~~

~~$R^2$  is 3-amino-5-carbomethoxyphenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is N;~~

~~$R^2$  is 3-amino-5-carboxamidophenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is N;~~

~~$R^2$  is 3-amino-5-(N-benzyl-N-methylamidocarbonyl)phenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is N;~~

~~$R^2$  is 3-amino-5-(N-(1-phenylethyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is N;~~

~~$R^2$  is 3-amino-5-(N-(2-phenyl-2-propyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is N;~~

~~$R^2$  is 3-amino-5-(N-(2,4-dichlorobenzyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is N;~~

~~$R^2$  is 3-amino-5-(N-(4-bromobenzyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is N;~~

~~$R^2$  is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is N;~~

~~$R^2$  is 3-amino-5-(N-(2-chlorobenzyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is N;~~

~~$R^2$  is 3-amino-5-(N-(2-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is N;~~

~~$R^2$  is 3-amino-5-(N-(3-fluorobenzyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond,  $Y^0$  is 4-amidinobenzyl, and M is N;~~

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~~R<sup>2</sup> is 3-amino-5-(N-(3-trifluoromethylbenzyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~R<sup>2</sup> is 3-amino-5-(N-isobutylamidocarbonyl)phenyl, B is isopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~R<sup>2</sup> is 3-amino-5-(N-cyclobutylamidocarbonyl)phenyl, B is isopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~R<sup>2</sup> is 3-amino-5-(N-cyclopentylamidocarbonyl)phenyl, B is isopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~R<sup>2</sup> is 3-amino-5-(N-cycloheptylamidocarbonyl)phenyl, B is isopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~R<sup>2</sup> is 3-amino-5-(N-(2-pyridylmethyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~R<sup>2</sup> is 3-amino-5-(N-(3-pyridylmethyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~R<sup>2</sup> is 3-amino-5-(N-(2-(4-methoxyphenyl)ethyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~R<sup>2</sup> is 3-amino-5-(N-(3-phenylpropyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~R<sup>2</sup> is 3-amino-5-(N-(2,2-diphenylethyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~R<sup>2</sup> is 3-amino-5-(N-(2-naphthylmethyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~R<sup>2</sup> is 3-amino-5-(N-(1,2,3,4-tetrahydronaphth-2-ylmethyl)amidocarbonyl)phenyl, B is isopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~R<sup>2</sup> is 3-carboxyphenyl, B is 2-propyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is CCl[[:]].~~

~~R<sup>2</sup> is 3-aminophenyl, B is 2-propyl, A is a bond, Y<sup>0</sup> is 4-amidino-3-fluorobenzyl, and M is N;~~

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~~—R<sup>2</sup> is 3,5-diaminophenyl, B is 2,2,2-trifluoroethyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—R<sup>2</sup> is 3,5-diaminophenyl, B is (S)-2-butyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—R<sup>2</sup> is 3,5-diaminophenyl, B is isopropyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~R<sup>2</sup> is 3,5-diaminophenyl, B is isopropyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzylbenzyl, and M is N;~~

~~—R<sup>2</sup> is 3,5-diaminophenyl, B is ethyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—R<sup>2</sup> is 3,5-diaminophenyl, B is ethyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, and M is N;~~

~~R<sup>2</sup> is 3-amino-5-carboxyphenyl, B is 2,2,2-trifluoroethyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—R<sup>2</sup> is 3-amino-5-carboxyphenyl, B is (S)-2-butyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—R<sup>2</sup> is 3-amino-5-carboxyphenyl, B is isopropyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzylbenzyl, and M is N;~~

~~—R<sup>2</sup> is 3-amino-5-carboxyphenyl, B is ethyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—R<sup>2</sup> is 3-amino-5-carboxyphenyl, B is ethyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, and M is N;~~

~~—R<sup>2</sup> is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is 2,2,2-trifluoroethyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—R<sup>2</sup> is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is (S)-2-butyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~—R<sup>2</sup> is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is isopropyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzylbenzyl, and M is N;~~

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~~—R<sup>2</sup> is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is ethyl, A is a bond, Y<sup>0</sup> is 4-amidinobenzyl, and M is N;~~

~~R<sup>2</sup> is 3-amino-5-(N-benzylamidocarbonyl)phenyl, B is ethyl, A is a bond, Y<sup>0</sup> is 4-amidino-2-fluorobenzyl, and M is N.~~

25-37 (cancelled)

38 (currently amended) A composition for inhibiting thrombotic conditions in blood comprising a compound of any one of ~~Claims 8, 16, 24, 32, and 37~~ **claims 1, 2, and 17-24** and a pharmaceutically acceptable carrier.

Claim 39 (cancelled)

Claim 40 (currently amended): A method for inhibiting thrombotic conditions in blood comprising adding to blood a therapeutically effective amount of a composition of ~~any one of Claims 38 and 39~~ **claim 38**.

Claim 41 (currently amended): A method for inhibiting formation of blood platelet aggregates in blood comprising adding to blood a therapeutically effective amount of a composition of ~~any one of Claims 38 and 39~~ **claim 38**.

Claim 42 (currently amended): A method for inhibiting thrombus formation in blood comprising adding to blood a therapeutically effective amount of a composition of ~~any one of Claims 38 and 39~~ **claim 38**.

Claim 43 (currently amended): A method for treating or preventing venous thromboembolism and pulmonary embolism in a mammal comprising administering to the mammal a therapeutically effective amount of a composition of ~~any one of Claims 38 and 39~~ **claim 38**.

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Claim 44 (currently amended): A method for treating or preventing deep vein thrombosis in a mammal comprising administering to the mammal a therapeutically effective amount of a composition of ~~any one of Claims 38 and 39~~ **claim 38**.

Claim 45 (currently amended): A method for treating or preventing cardiogenic thromboembolism in a mammal comprising administering to the mammal a therapeutically effective amount of a composition of ~~any one of Claims 38 and 39~~ **claim 38**.

Claim 46 (currently amended): A method for treating or preventing thromboembolic stroke in humans and other mammals comprising administering to the mammal a therapeutically effective amount of a composition of ~~any one of Claims 38 and 39~~ **claim 38**.

Claim 47 (currently amended): A method for treating or preventing thrombosis associated with cancer and cancer chemotherapy in humans and other mammals comprising administering to the mammal a therapeutically effective amount of a composition of ~~any one of Claims 38 and 39~~ **claim 38**.

Claim 48 (currently amended): A method for treating or preventing unstable angina in humans and other mammals comprising administering to the mammal a therapeutically effective amount of a composition of ~~any one of Claims 38 and 39~~ **claim 38**.

Claim 49 (currently amended): A method for inhibiting thrombus formation in blood comprising adding to blood a therapeutically effective amount of a compound of any one of Claims 1 through 37 **claims 1, 2, and 17-24** with a therapeutically effective amount of fibrinogen receptor antagonist.

Claim 50 (cancelled)